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**LOCH DUART LIMITED**

**COMPANY NO. SC195923**

**By Written Resolution dated 23 August 1999 pursuant to Section 381A of the Companies Act 1985 (as amended) duly passed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings the following Special Resolutions were duly passed:-**

- 1. THAT the authorised share capital of the Company be increased from £1,000 to £166,666 by the creation of an additional £99,000 Ordinary Shares of £1 each and 66,666 A Ordinary Shares of £1 each, with both Ordinary Shares of £1 each and A Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of £1 each.**
- 2. THAT the existing Memorandum and Articles of Association be replaced by the Memorandum and Articles of Association annexed hereto.**
- 3. THAT pursuant to section 80 of the Companies Act 1985 (as amended) and without prejudice to any existing authority under that Section, the Directors of the Company be authorised to allot 33,332 Ordinary Shares of £1 each to Alan John Balfour for £33,332, 33,332 Ordinary Shares of £1 each to Nicholas Hebden Joy for £33,332, 33,333 Ordinary Shares of £1 each to Andrew John Collingwood Bing for £33,333, 9524 A Ordinary Shares of £1 each to Alan John Balfour for £50,000, 19,048 A Ordinary Shares of £1 each to Rispond Estate for £100,000 and 38,094 A Ordinary Shares of £1 each to the Trustees of Major and Mrs J C Balfour's Marriage Contract Trust (Wife's Fund) £200,000, providing that such authority share expire on the first anniversary of the passing of this resolution.**
- 4. THAT pursuant to Section 95 of the Companies Act 1985 (as amended) the directors of the Company be empowered to allot those shares in respect of which authority pursuant to Section 80 of the Companies Act 1985 (as amended) was granted in terms of Resolution 3 above as if Section 89(1) and Sections 90(1) to (6) of said Act and any provision for pre-emption rights in the Articles of Association of the Company did not apply to such allotment.**

  
Secretaries  
23 August 1999



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